

CERTIFICATE OF RESOLUTION OF 512 W42 RETAIL LLC

The undersigned, MHI 510 W42 Operating LLC, sole member of 512 W42 RETAIL LLC, a limited liability company duly organized under the laws of the state of New York (the “**Company**”), hereby certifies that the following is a true and correct copy of the resolutions adopted by the managing member of the Company on the 18th day of June, 2021, to wit:

WHEREAS, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 7 of title 11 of the United States Code (the “**Bankruptcy Code**”).

NOW, THEREFORE, BE IT RESOLVED, that the Company, and any other person designated and so authorized to act (each, an “**Authorized Officer**”) be, and hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, to execute, verify and deliver all documents necessary to perfect the filing of a petition under chapter 7 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as the Authorized Officer executing the petition shall determine; and be it further

RESOLVED, that the Company is authorized and directed to employ the law firm of Rosen & Associates, P.C., 747 Third Avenue, New York, New York 10017-2803, to represent the Company in the Company’s Chapter 7 case; and be it further

RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other documents and, further to such end, to do any other acts and take any other steps in the name and in behalf of the Company necessary and incident to commencing and prosecuting such a case to a successful completion; and it be further

RESOLVED, that each Authorized Officer, and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company to: (i) negotiate, execute, deliver and/or file, in addition to the agreements, documents, and instruments referenced herein, such other agreements, documents and instruments and assignments thereof as may be required or as such Authorized Officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company in such form and substance as such Authorized Officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such Authorized Officers to constitute evidence of such approval; (ii) negotiate, execute, deliver and/or file, in the name and on behalf of


the Company any and all agreements, documents, certificates, consents, filings, and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such Authorized Officers deem appropriate or advisable in connection therewith; and (iii) do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby; and be it further

RESOLVED, that any and all past action heretofore taken by an Authorized Officer of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby is, ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned, being duly authorized, has executed this certification on the 18th day of June, 2021.

MHI 510 W42 Operating LLC

**By: ACT Hotel Capital Holdings, LLC
Member**

By: 
**Theresa M. Roche
Manager**